

# **EXHIBIT II**

[Table of Contents](#)**SCHEDULE 14A INFORMATION****Proxy Statement Pursuant to Section 14(A) of the Securities  
Exchange Act of 1934 (Amendment No. )**Filed by the Registrant ☒Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement  
☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
☒ Definitive Proxy Statement  
☐ Definitive Additional Materials  
☐ Soliciting Material Under Rule 14a-12

Merrill Lynch &amp; Co., Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing proxy statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.  
☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- ☐ Fee paid previously with preliminary materials.  
☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**BENEFICIAL OWNERSHIP OF OUR COMMON STOCK**  
**Ownership by Our Directors and Executive Officers**

We believe that share ownership by Directors, officers and employees helps to align their interests with the interests of shareholders. We also believe that this alignment has been an important factor in the long-term returns that we have achieved for our shareholders.

The following table contains information about the beneficial ownership of our common stock by each of the Directors, the Chief Executive Officer and the four other most highly compensated executive officers of the Company and by all Directors and executive officers considered as a group. In addition, we have provided information about ownership of stock-linked instruments that provide economic exposure to our common stock but do not represent actual beneficial ownership of shares. This information is as of February 27, 2006, the record date.

**Amount and Nature of Beneficial Ownership**

<u>Name</u>	<u>Position</u>	<u>Total Beneficial Ownership (1)</u>	<u>Common Stock (2)</u>	<u>Stock Options (3)</u>	<u>Stock Units (4)</u>
Armando M. Codina	Director	0	0	0	3,489
Jill K. Conway	Director	26,306	8,634	17,672	11,985
Alberto Cribiore	Director	43,333	35,000	8,333	10,693
Ahmass L. Fakahany	Executive Vice President	833,430	483,572	397,808	25,175
John D. Finnegan	Director	3,554	0	3,554	4,714
Gregory J. Fleming	Executive Vice President	671,473	440,862	272,613	0
Dow Kim	Executive Vice President	875,579	589,799	352,071	0
Robert J. McCann	Executive Vice President	1,231,329	451,621	824,789	0
Heinz-Joachim Neubürger	Director	17,150	0	17,150	11,310
David K. Newbigging	Director	33,482	15,810	17,672	13,218
E. Stanley O'Neal	Director, Chairman and CEO (5)	3,011,957	1,189,614	2,084,539	59,617
Aulana L. Peters	Director	6,704	6,704	0	30,902
Joseph W. Prueher	Director	16,732	0	16,732	9,308
Ann N. Reese	Director	6,992	4,480	2,512	4,355
Charles O. Rossotti	Director	7,012	4,500	2,512	5,713
Directors and executive officers as a group		8,940,591	4,403,324	5,108,899	210,715

- (1) This column presents the total shares of common stock that are beneficially owned or can be acquired within 60 days of the record date. No individual Director or executive officer beneficially owns more than 1.0% of our outstanding common stock. The Directors and executive officers as a group beneficially own approximately 0.94% of the outstanding common stock.
- (2) Except as noted, the Directors and executive officers have sole voting and investment power over the shares of common stock listed. Of the common stock held by Mrs. Peters, 5,904 shares are held in a trust for which she has shared voting and investment power.
- (3) This column includes 4,537,267 stock options held by the Directors and executive officers that are exercisable as of the record date or within 60 days of the record date, and are, therefore, also included in the Total Beneficial Ownership column. The number of stock options exercisable as of the record date or within 60 days of the record date for the named individuals are as follows: Mrs. Conway 17,672; Mr. Cribiore 8,333; Mr. Fakahany 349,858; Mr. Finnegan 3,554; Mr. Fleming 230,611; Mr. Kim 285,780; Mr. McCann 779,708; Mr. Neubürger 17,150; Mr. Newbigging 17,672; Mr. O'Neal 1,822,343; Admiral Prueher 16,732; Mrs. Reese 2,512; and Mr. Rossotti 2,512.
- (4) Stock units are linked to the value of our common stock and generally are paid in shares of common stock at the end of the applicable restricted or deferral period. None of the stock units are payable within 60 days of the record date.
- (5) Mr. O'Neal also serves as the President and Chief Operating Officer of the Company.